

1. PURPOSE

Gold Road Resources Limited (**Gold Road** or **the Company**) is committed to conducting its business and activities in accordance with all applicable laws, rules and regulations and with the highest integrity.

Gold Road is committed to a zero tolerance approach to bribery and corruption, in any form, whether direct or indirect, whether in the public or private sector, anywhere in the world. Gold Road, and our Directors and Employees share a collective commitment to act with integrity, accountability and transparency at all times.

The purpose of this policy is to set out the responsibilities of Gold Road Directors and Employees in observing and upholding the prohibition on bribery, corruption and other related improper conduct.

This policy has been established to support the governance model as follows:

- Corporate Code of Conduct
- Supplier Code of Conduct
- Risk Management Policy
- Procurement and Contract Management Standard.

2. BRIBERY AND CORRUPTION

Bribery is the offer, promise, or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person's views or conduct or to obtain an improper advantage.

Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain.

Bribery and Corruption can take many forms, including the provision or acceptance of:

- cash payments;
- phony jobs or "consulting" relationships;
- kickbacks;
- political contributions;
- charitable contributions;
- social benefits; or
- gifts, travel, hospitality, and reimbursement of expenses.

Bribery or Corruption can be indirect through the use of "middle-men" or intermediaries. Some examples of intermediary relationships that may cause particular concern are:

- a person engages an intermediary or agent to make an offer which constitutes a bribe to another person;
- Engaging the family or relative of a public official;
- A third party requests payment in cash or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for payment made; or

- A third party requests an unexpected fee or commission to “facilitate” a service.

3. OBJECTIVES AND PRINCIPLES

Gold Road will act with integrity by:

- never engaging in corrupt business practices;
- never offering, paying, soliciting or accepting bribes in any form (including Facilitation Payments);
- never causing a bribe to be given, offered, promised or accepted by a third party;
- never offering or accepting an item, money, travel, hospitality, entertainment or other token of appreciation that may be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices;
- providing a reporting mechanism;
- providing anti-bribery and corruption education and awareness through training; and
- maintaining a register of payments made or gifts received which is reported to both the Audit Committee and the Board.

4. RESPONSIBILITY AND SCOPE

All Gold Road Employees including Directors, suppliers, contractors, consultants and other business partners are expected to read, understand and adhere to this policy and any related standards, guidelines and procedures.

All Gold Road Employees are responsible for informing the Company Secretary when they become aware of any planned payments or offered gifts or entertainment exceeding the Reporting Threshold covered by this policy.

Company Secretary is responsible for maintaining the registers referred to in section 5.

5. KEY POLICY REQUIREMENTS

5.1 Reporting a Breach or Suspected Breach of this Policy

If any person becomes aware of, or suspects, bribery or corruption practices they should immediately report to a Company Secretary, the Managing Director and CEO, or Chair of the Audit Committee, or follow the guidelines in the Company’s Whistleblower Policy.

If the matter may cause significant financial loss to Gold Road, materially damage Gold Road’s reputation or interests or involves the Executive Leadership Team or a Director (**Material Report**), the matter **must** be reported to the Chair of the Audit Committee as soon as possible, unless it relates to Chair of the Audit Committee, in which case it must be reported to either the Chair of the Board, a Non-executive Director or the External Auditor.

All reports of any breaches or suspected breaches, whether material or not, are dealt with under Gold Road’s Whistleblower Policy.

Breaches of the provisions within this policy may be regarded as serious misconduct and subject to disciplinary action.

5.2 Payments to Governments

Gold Road Employees must never give, offer or cause the giving of a bribe to a Government or Public Official. A Threat to Health and Safety (see below) is the only exception to this.

Facilitation Payments must not be made by any Gold Road Employee. A **Facilitation Payment** is a payment to a Government or Public Official that acts as an incentive for the official to complete some action or process expeditiously, to the benefit of the party making the payment. The payment is not intended to influence the outcome of a government official's action, only its timing. A Facilitation Payment is not a payment if there are published fees for shorter approval or processing times (e.g. a higher fee is published and payable for shorter visa processing times).

Threats to Health and Safety

If you are asked to give a payment or thing of value and a threat is made to your health and safety (or that of a work colleague), you may give it. You must then report the event as soon as safely possible to a Company Secretary to ensure it is documented accurately.

5.3 Payments to Political Parties

All dealing with politicians and government officers must be conducted at arm's length and with the utmost professionalism to avoid any perception of attempting to gain an advantage.

Political Donation is a gift, payment or in-kind benefit to, or for the benefit of:

- A political party;
- An elected member of Parliament or of a local council;
- A candidate or group of candidates;
- A third party campaigner; or
- An employee of the local council or government department.

Specific examples of Political Donations include:

- a donation of money;
- a contribution, entry fee or other payment to participate in a fundraising event or function where it is primarily a political fundraiser and payment forms part of the proceeds of the event;
- a subscription paid to a political party for membership or affiliation;
- non-cash payments such as gifts or prizes for a political fundraiser or purchasing items at a political fundraiser;
- the provision of services or goods, at no charge or at a discounted rate (e.g., the use of a company vehicle or office facilities); or
- a loan.

Gold Road takes a strict principles based approach to making Political Donations. These principles are:

- Strict compliance with all laws in Australia and overseas;

- An honest and transparent approach at all times, including:
 - not using undisclosed proxies or third parties as intermediaries for purposes of making political donations; and
 - Gold Road will disclose any Political Donations we make on an annual basis.
- No 'cash only Political Donations' are to be made to any political party or affiliate;
- A bi-partisan approach to Political Donations must be taken as much as is practicable; and
- All Political Donations must have a public policy focus with the aim of creating value for shareholders, the community, or the mining industry.

All Political Donations must be captured on a register and disclosed to the Audit Committee and the Board at the next scheduled meeting.

5.4 Political Involvement of Directors, Officers and Employees

Gold Road acknowledges the right of individuals to participate in the political process. This policy does not seek to restrict employees from having political views or associations (including membership of political parties, attendance at political events or making Political Donations). For the avoidance of doubt, employees should make it clear that any political involvement is purely in a personal capacity and does not represent the views of Gold Road. Directors and Executive Leadership Team members of Gold Road (and spouses/partners of Directors and Executive Leadership Team members) must not make Political Donations in their personal capacity without prior approval of a Company Secretary.

5.5 Charitable Donations and Sponsorship

Gold Road may make charitable donations or sponsorship that are legal and ethical under local laws and practices. In Australia, the organisation must have deductible gift recipient status with the Australian Tax Office.

Charitable donations, partnerships and sponsorship payments greater than the Reporting Threshold (refer to section 5.9) must be captured on a register and disclosed to the Audit Committee and the Board at the next meeting.

5.6 Receiving Gifts, Entertainment and Hospitality

The receipt of gifts, entertainment and hospitality include the receipt of gifts, meals or tokens appreciation and gratitude or invitations to events, functions or other social gatherings, in connection with matters related to Gold Road's business. These activities are acceptable if they:

- Fall within reasonable bounds of value and occurrence;
- Are not in the form of cash, cash equivalent vouchers or entertainment of a sexually or similarly inappropriate nature;
- Do not influence, or are perceived not to influence, objective business judgement; and
- Are not prohibited or limited by applicable laws or industry codes.

All gifts, entertainment or hospitality received greater than the Reporting Threshold (refer to section 5.9) must be captured on a register and disclosed to the Audit Committee and the Board at the next meeting.

Guidance on negotiation practices and accepting unsolicited gifts is referenced in the Company's Procurement and Contract Management Standard.

5.7 Providing Gifts, Entertainment and Hospitality

Gold Road Employees should not provide any gifts, entertainment or hospitality to government or public officials without a Company Secretary's prior written approval.

Gold Road prohibits the offering or acceptance of gifts, entertainment or hospitality in circumstances which could be considered to give rise to undue influence.

All gifts, entertainment or hospitality provided greater than the Reporting Threshold (refer to section 5.8) must be captured on a register and disclosed to the Audit Committee and the Board at the next meeting.

5.8 Dealings with Third Parties

Third Party means any individual or organisation that employees come into contact with during the course of their work, and includes actual and potential clients, customers, suppliers, distributors, agents, advisers and joint venture partners.

In dealing with Third Parties, Gold Road must undertake sufficient due diligence to ensure they are suitable to be associated with Gold Road, and that appropriate controls are implemented to prevent and detect Bribery and Corruption. This is to avoid the possibility of Gold Road engaging third parties at risk of committing Bribery or a Corrupt act on Gold Road's behalf or for which Gold Road may otherwise be responsible.

5.9 Reporting Threshold

Amounts individually or in combination where provided as a package exceeding:

- Political Donations made by Gold Road >\$0
- Charitable donations and sponsorship made by Gold Road >\$500
- Gifts, entertainment or hospitality received from a third party >\$100
- Gifts, entertainment or hospitality provided to a third party >\$500.

The threshold for reporting has been set on the basis that amounts in excess of this value may have the ability to influence people's behaviour.

6. RISK ASSESSMENT

The Executive Leadership Team must assess the vulnerability of the business or their relative functional area to bribery and corruption risks. Where bribery and corruption risks are identified they should be managed in line with Gold Road's established Enterprise Risk Management Framework.

7. RECORD KEEPING

Gold Road must keep financial records and have appropriate controls in place which will evidence the business reason for making payments to third parties. All accounts, invoices, and other records must be prepared and maintained with strict accuracy and completeness. No accounts may be kept "off-book" to facilitate or conceal improper payments.

All Gold Road Employees must declare to a Company Secretary or their delegate any payment or gift, entertainment or hospitality which equals or exceeds the Reporting Threshold specified in section 5.9.

Gold Road must maintain the following registers:

- Political Donations made by Gold Road >\$0
- Charitable donations and sponsorship made by Gold Road >\$500
- Gifts and entertainment received from a third party >\$100
- Gifts and entertainment provided to a third party >\$500.

The registers will be maintained by a Company Secretary or their delegate.

8. EFFECTIVE MONITORING AND CONTROL

Gold Road will take the necessary steps to maintain an effective system of internal control and monitoring to prevent bribery and corruption.

Gold Road Employees must follow the guidance outlined in this policy to disclose and report any breaches or suspected breaches of bribery and corruption practices.

9. TRAINING

Everyone working for or engaged by Gold Road is trained on this policy as part of their Company induction process. All existing Gold Road Employees will receive regular updates on this policy as part of their ongoing anti-bribery and corruption education and awareness training.

10. DEFINITIONS

Board means the Board of Directors of Gold Road Resources Limited.

Bribery is defined in section 2.

Company Secretary means a Company Secretary of Gold Road Resources Limited.

Corruption is defined in section 2.

Director/s means a director of Gold Road Resources Limited.

Employee means any Director, employee, contractor consultant, supplier, and other business partner to, Gold Road Resources Limited.

Executive Leadership Team means the team of executives of the Company reporting directly to the Managing Director and CEO of the Company, and including the Managing Director and CEO.

Facilitation Payment is defined in section 5.2.

Gold Road means Gold Road Resources Limited and all of the subsidiaries in the group of companies.

Government Official includes employees or officers of any national, state, regional, local or municipal authorities, as well as from public international organisations and organisations owned or controlled by a government body; politicians, political party officials and candidates; tribal leaders or senior members of royal families; and in some cases, relatives of any of the above.

Kickback means the return of a sum already paid or due to be paid as a reward for awarding or fostering business.

Political Donation is defined in section 5.3.

Reporting Threshold is defined in section 5.9.

Third Party is defined in section 5.8.

11. POLICY REVIEW

This policy is to be reviewed on an annual basis by a Company Secretary in consultation with the Managing Director and CEO, and presented to the Audit Committee for review and recommendation to the Board.

12. DOCUMENT CONTROL

Version Number	Revision Date	Document Owner	Document Approver
Version 7.0	8 December 2023	Company Secretary	Board of Directors